

*CERTIFICATE*

# *State of Oregon*

*OFFICE OF THE SECRETARY OF STATE  
Corporation Division*

*I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal  
of said State, do hereby certify:*

*That the attached copy of the  
Articles of Incorporation  
filed on  
February 11, 1999  
for*

***AL HARAMIAN ISLAMIC FOUNDATION, INC.***

*is a true copy of the original document  
that has been filed with this office.*



*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.*

*BILL BRADBURY, Secretary of State*

By

*Marilyn R. Smith*

*Marilyn R. Smith*

*January 23, 2003*

**Exhibit 3**

67425187

**ARTICLES OF INCORPORATION  
OF**

**Al Haramian Islamic Foundation, Inc.**

**FEB 11 1999**

The undersigned, in order to form a nonprofit public benefit corporation under <sup>OREGON</sup> ~~SECRETARY OF STATE~~ <sup>65 of the Oregon Revised Statutes</sup>, hereby sign and verify the following Articles of Incorporation:

**ARTICLE I. NAME AND DURATION**

The name of this Nonprofit Corporation is Al Haramian Islamic Foundation, Inc. Its duration shall be perpetual.

**ARTICLE II. PURPOSES**

The corporation is organized as a public benefit corporation exclusively for religious humanitarian educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and ORS 65.036 of the Oregon Revised Code. The corporation shall not carry on any activities which are not permitted by the Internal Revenue Code for such corporations which are exempt from federal income tax and to which contributions are deductible for federal income tax purposes.

Al Haramian Islamic Foundation, Inc., stands against terrorism, injustice, or subversive activities in any form, and shall not support any statement or acts of terrorism. Al Haramian Islamic Foundation, Inc., believes such conduct is contrary to Islamic principles.

**ARTICLE III. REGISTERED AGENT; ADDRESS FOR NOTICES**

Section 1. Registered Agent:

The registered office and the registered agent are:

Perouz Seda Ghaty, 1257 Siskiyou Blvd. #224, Ashland, OR 97520

Section 2. Address for Notices:

The address to which notices from the Corporation Division and other persons and entities may be mailed is:

1257 Siskiyou Blvd. #224, Ashland, OR 97520

**ARTICLE IV. GOVERNANCE AND LIMITATIONS**

Section 1. Governance:

The Corporation shall have no membership or voting members. All powers shall be exercised by its Board of Directors, in accordance with the corporation's duly adopted by-laws. The board of directors may authorize an executive committee to exercise some or all of the powers which would otherwise be exercised by the board, and such committee shall then have the duties and responsibilities of the directors.

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, trustee, officer, or member of the corporation, or any private individual.

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ARTICLES OF INCORPORATION - PAGE 1

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2.2 No director, member, trustee or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors to any other nonprofit organization which would then qualify for tax exemption under the provisions of the Internal Revenue Code.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by a nonprofit organization exempt under the Internal Revenue Code, or by an organization for which contributions are deductible under such Code.

## ARTICLE V. GENERAL POWERS

In general, and subject to such limitations and conditions which are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which are now or hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

## ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

### Section 1. Number:

The Board of Directors shall consist of not less than three nor more than five persons in whom all the powers of the Corporation shall be vested.

### Section 2. Names and Addresses:

Ageel Al-Ageel, 1257 Siskiyou Blvd., #212, Ashland, OR 97520, 541-482-1116  
 Mansuor Al-Kadi, 1257 Siskiyou Blvd., #212, Ashland, OR 97520, 541-482-1116  
 Soliman H.S. Al-Buthe, 1257 Siskiyou Blvd., #212, Ashland, OR 97520, 541-482-1116  
 Perouz Seda Ghaty, 1257 Siskiyou Blvd., #224, Ashland, OR 97520, 541-488-8371  
 EACH DIRECTOR HAS consented to this Appointment

### Section 3. Terms:

Each elected member of the Board shall serve for a maximum initial term of five years, and shall be eligible for re-election as the board shall provide in the corporation's by-laws.

### Section 4. Vacancies:

Vacancies shall be filled by majority vote of the members of the board. Vacancies occur when a Board Member's term expires, when he or she moves out of the service area, dies, resigns, is removed with or without cause, or fails to meet attendance standards for board meetings, subject to the corporation's by-laws.

### Section 5. Officers:

The board of directors may designate Officers in the corporation's by-laws.

ARTICLE VII. INCORPORATION BY-LAWS



**ARTICLE VII. LIMITS OF LIABILITY AND INDEMNITY; CONDUCT****Section 1. Board Members Not Liable:**

The private property of the officers and members of the Board of Directors of this Corporation shall not be subject to the payment of corporate debts or liabilities to any extent whatsoever, regardless of how such debts or liabilities are incurred.

**Section 2. Indemnity and Defense of Board Members:**

The Corporation shall defend and indemnify for any liability asserted or established by any person or organization other than this corporation against an officer or board member for acts or omissions alleged to have occurred in the scope of said board member's duties to the Corporation. No indemnification or defense may be provided to any such officer or director for claims based upon his or her taking of any improper personal benefit from this corporation.

**Section 3. Standards of Conduct:**

No person shall be indemnified and defended by the corporation, unless otherwise required by law, unless he or she has acted in good faith, with the care of an ordinarily prudent person, in a manner reasonably believed to have been in the best interests of the corporation.

**ARTICLE VIII. AMENDMENT**

The authority to make, alter, amend or repeal the by-laws is vested in the Board of Directors, and may be exercised at any regular or special meeting of the Board.

**ARTICLE VIX. PROPERTY DISPOSITION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

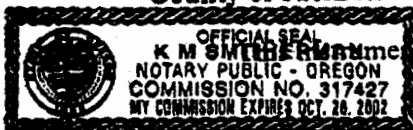
**WHEREFORE**, I, Perouz Seda Ghaty, declare under penalties of perjury that the undersigned hereby states that I have obtained the consent of each director named to serve, and have examined the foregoing and, to the best of my knowledge and belief, it is true, correct, and complete as adopted by the incorporator at its meeting held on 2-9-99, 1999.

Signed this 9 day of FEBRUARY, 1999.

PEROUZ SEDA GHATY, INCORPORATOR  
1257 Siskiyou Blvd. #224, Ashland, OR 97520  
541-488-8371

STATE OF OREGON )

County of Jackson ) ss



was acknowledged before me on this 9<sup>th</sup> day of February, 1999.

K M Smitherman  
Notary Public for Oregon - My Commission Expires: 10/26/2002

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the

**Restated**

**Articles of Incorporation**

filed on

**March 8, 1999**

for

**AL HARAMIAN ISLAMIC FOUNDATION, INC.**

changing the name to

**AL HARAMAIN ISLAMIC FOUNDATION, INC.**

is a true copy of the original document  
that has been filed with this office.



In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

BILL BRADBURY, Secretary of State

By Marilyn R. Smith

Marilyn R. Smith

January 23, 2003





Phone: (503) 986-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327

# Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

For office use only

- ☐ BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)
- ☒ NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

FILED

MAR 08 1999

OREGON  
SECRETARY OF STATE

Registry Number: 674259-84

Attach Additional Sheet If Necessary  
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Al Haramian Islamic Foundation, Inc.
- 2) NEW NAME OF THE CORPORATION (If changed) Al Haramain Islamic Foundation, Inc.
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

## BUSINESS/PROFESSIONAL CORPORATION ONLY

### 4) CHECK THE APPROPRIATE STATEMENT

- ☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was        19       . These amendments were duly adopted by the board of directors.
- ☐ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was        19       . The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

- ☐ The corporation has not issued any shares of stocks. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

## NONPROFIT CORPORATION ONLY

### 5) CHECK THE APPROPRIATE STATEMENT

- ☒ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was 2/12 1999. These amendments were duly adopted by the board of directors.
- ☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was        19       . The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

### 6) EXECUTION

Printed Name

Perouz Seda Ghaty

Signature

*[Signature]*

Title

Incorporator

### 7) CONTACT NAME

Perouz Seda Ghaty

DAYTIME PHONE NUMBER

541-482-8371

## FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

CR114 /Rev 8/98

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

674259-84

**RESTATED ARTICLES OF INCORPORATION  
OF  
Al Haramain Islamic Foundation, Inc.**

**FILED****MAR 05 1999****OREGON****SECRETARY OF STATE**

The undersigned, in order to form a nonprofit public benefit corporation under Chapter 65 of the Oregon Revised Statutes, hereby sign and verify the following Restated Articles of Incorporation:

**ARTICLE I. NAME AND DURATION**

The name of this Nonprofit Corporation is Al Haramain Islamic Foundation, Inc. Its duration shall be perpetual.

**ARTICLE II. PURPOSES**

The corporation is organized as a public benefit corporation exclusively for religious humanitarian educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and ORS 65.036 of the Oregon Revised Code. The corporation shall not carry on any activities which are not permitted by the Internal Revenue Code for such corporations which are exempt from federal income tax and to which contributions are deductible for federal income tax purposes.

Al Haramain Islamic Foundation, Inc., stands against terrorism, injustice, or subversive activities in any form, and shall oppose any statement or acts of terrorism. Al Haramain Islamic Foundation, Inc., believes such conduct is contrary to Islamic principles.

**ARTICLE III. REGISTERED AGENT; ADDRESS FOR NOTICES**

**Section 1. Registered Agent:**

The registered office and the registered agent are:

Perouz Seda Ghaty, 1257 Siskiyou Blvd. #224, Ashland, OR 97520

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**Section 2. Limitations:**

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, trustee, officer, or member of the corporation, or any private individual.



2.2 No director, member, trustee or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors to any other nonprofit organization which would then qualify for tax exemption under the provisions of the Internal Revenue Code.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by a nonprofit organization exempt under the Internal Revenue Code, or by an organization for which contributions are deductible under such Code.

### ARTICLE V. GENERAL POWERS

In general, and subject to such limitations and conditions which are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which are now or hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

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 Soliman H.S. Al-Buthe, 1257 Siskiyou Blvd., #212, Ashland, OR 97520, 541-482-1116  
 Perouz Seda Ghaty, 1257 Siskiyou Blvd., #224, Ashland, OR 97520, 541-482-8371

Each Director has consented to this appointment.

#### Section 3. Terms:

Each elected member of the Board shall serve for a maximum initial term of five years, and shall be eligible for re-election as the board shall provide in the corporation's by-laws.

#### Section 4. Vacancies:

Vacancies shall be filled by majority vote of the members of the board. Vacancies occur when a Board Member's term expires, when he or she moves out of the service area, dies, resigns, is removed with or without cause, or fails to meet attendance standards for board meetings, subject to the corporation's by-laws.

#### Section 5. Officers:

The board of directors may designate Officers in the corporation's by-laws.

ARTICLE VII. ARTICLES OF INCORPORATION, BYLAWS



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**ARTICLE VII. LIMITS OF LIABILITY AND INDEMNITY; CONDUCT****Section 1. Board Members Not Liable:**

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The Corporation shall defend and indemnify for any liability asserted or established by any person or organization other than this corporation against an officer or board member for acts or omissions alleged to have occurred in the scope of said board member's duties to the Corporation. No indemnification or defense may be provided to any such officer or director for claims based upon his or her taking of any improper personal benefit from this corporation.

**Section 3. Standards of Conduct:**

No person shall be indemnified and defended by the corporation, unless otherwise required by law, unless he or she has acted in good faith, with the care of an ordinarily prudent person, in a manner reasonably believed to have been in the best interests of the corporation.

**ARTICLE VIII. AMENDMENT**

The authority to make, alter, amend or repeal the by-laws is vested in the Board of Directors, and may be exercised at any regular or special meeting of the Board.

**ARTICLE VIX. PROPERTY DISPOSITION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**WHEREFORE**, I, Perouz Seda Ghaty, declare under penalties of perjury that the undersigned hereby states that I have obtained the consent of each director named to serve, and have examined the foregoing and, to the best of my knowledge and belief, it is true, correct, and complete as adopted by the incorporator at its meeting held on 12 - FEB, 1999.

Signed this 12 day of FEB, 1999.

PEROUZ SEDA GHATY, INCORPORATOR  
1257 Siskiyou Blvd. #224, Ashland, OR 97520

STATE OF OREGON )

County of Jackson ) ss



This instrument was acknowledged before me on this 12<sup>th</sup> day of February, 1999.

K M Smitherman  
Notary Public for Oregon - My Commission Expires: 10/26/2002